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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2008

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning **OCT 1, 2008**, and ending **SEP 30, 2009**

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Name of foundation: **HENRY H. DOWNING TRUST U/W #0703520**
Otherwise, print or type. Number and street (or P O box number if mail is not delivered to street address): **NUTTER MCCLENNEN & FISH LLP P.O. 51400** Room/suite:
See Specific Instructions. City or town, state, and ZIP code: **BOSTON, MA 02205**

A Employer identification number
04-6016785

B Telephone number
617-439-2498

C If exemption application is pending, check here
D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

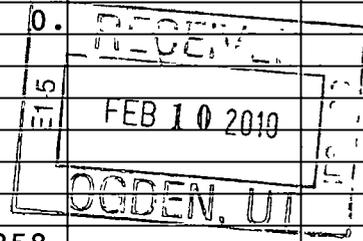
E If private foundation status was terminated under section 507(b)(1)(A), check here

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 485,201.**
J Accounting method: Cash Accrual Other (specify) _____
 (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses
 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	479.	479.		STATEMENT 1
4 Dividends and interest from securities	15,379.	15,379.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total Add lines 1 through 11	15,858.	15,858.		
13 Compensation of officers, directors, trustees, etc	1,861.	1,396.		465.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 3	2,551.	1,913.		638.
b Accounting fees STMT 4	1,200.	900.		300.
c Other professional fees STMT 5	3,992.	2,994.		998.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	35.	0.		35.
24 Total operating and administrative expenses. Add lines 13 through 23	9,639.	7,203.		2,436.
25 Contributions, gifts, grants paid	24,862.			24,862.
26 Total expenses and disbursements. Add lines 24 and 25	34,501.	7,203.		27,298.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-18,643.			
b Net investment income (if negative, enter -0-)		8,655.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	250.	251.	251.
	2 Savings and temporary cash investments	54,813.	36,169.	36,169.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	99,553.	99,553.	107,586.
	b Investments - corporate stock STMT 8	47,646.	47,646.	341,195.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	202,262.	183,619.	485,201.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	218,776.	218,776.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	-16,514.	-35,157.		
30 Total net assets or fund balances	202,262.	183,619.		
31 Total liabilities and net assets/fund balances	202,262.	183,619.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	202,262.
2 Enter amount from Part I, line 27a	2	-18,643.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	183,619.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	183,619.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	NONE			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	45,729.	611,714.	.074756
2006	2,644.	644,052.	.004105
2005	14,594.	555,976.	.026249
2004	27,042.	552,365.	.048957
2003	26,877.	509,260.	.052777
2	Total of line 1, column (d)		.206844
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		.041369
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5		445,581.
5	Multiply line 4 by line 3		18,433.
6	Enter 1% of net investment income (1% of Part I, line 27b)		87.
7	Add lines 5 and 6		18,520.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		27,298.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	87.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	87.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	87.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	2,251.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,251.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,164.
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of NUTTER, MCCLENNEN & FISH, LLP Telephone no. 617-439-2000
Located at 155 SEAPORT BOULEVARD, BOSTON, MA ZIP+4 02210-2604
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If you answered "Yes" to 6b, also file Form 8870. 6b X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN B. NEWHALL P.O. BOX 765 MANCHESTER, MA 01944	TRUSTEE 0.00	1,861.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	406,501.
b	Average of monthly cash balances	1b	45,865.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	452,366.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	452,366.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,785.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	445,581.
6	Minimum investment return. Enter 5% of line 5	6	22,279.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	22,279.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	87.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	87.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,192.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	22,192.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	22,192.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	27,298.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	27,298.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	87.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	27,211.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				22,192.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			24,862.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 27,298.				
a Applied to 2007, but not more than line 2a			24,862.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				2,436.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				19,756.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number of the person to whom applications should be addressed:
-
- b** The form in which applications should be submitted and information and materials they should include:
-
- c** Any submission deadlines:
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
-

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
FAMILY & CHILDREN'S SERV OF GREATER LYNN INC, 111 N COMMON ST, LYNN MA 01902	N/A	PUBLIC CHARITY	OPERATING EXPENSES	4,972.
LYNN HOME FOR ELDERLY PERSONS, 1 ATLANTIC TERRACE, LYNN MA 01901	N/A	PUBLIC CHARITY	OPERATING EXPENSES	14,918.
NORTH SHORE MEDICAL CENTER, 500 LYNNFIELD ST, LYNN MA 01904	N/A	PUBLIC CHARITY	OPERATING EXPENSES	4,972.
Total				24,862.
b Approved for future payment				
NONE				
Total				0.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FEDERATED GOV'T OBLIGATION FUND	479.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	479.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DOMESTIC DIVIDENDS	10,473.	0.	10,473.
US GOV'T INTEREST	4,906.	0.	4,906.
TOTAL TO FM 990-PF, PART I, LN 4	15,379.	0.	15,379.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NUTTER, MCCLENNEN & FISH, LLP	2,551.	1,913.		638.
TO FM 990-PF, PG 1, LN 16A	2,551.	1,913.		638.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	1,200.	900.		300.
TO FORM 990-PF, PG 1, LN 16B	1,200.	900.		300.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TRUSTEE FEES	3,992.	2,994.		998.	
TO FORM 990-PF, PG 1, LN 16C	3,992.	2,994.		998.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COMM OF MASS ANNUAL FILING FEE	35.	0.		35.	
TO FORM 990-PF, PG 1, LN 23	35.	0.		35.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS	X		99,553.	107,586.
TOTAL U.S. GOVERNMENT OBLIGATIONS			99,553.	107,586.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			99,553.	107,586.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	47,646.	341,195.
TOTAL TO FORM 990-PF, PART II, LINE 10B	47,646.	341,195.

Donee Annual Report Form [to Donor for Donor's Form 990-PF; see IRS Reg. §53.4945-5(d)]

Donor: Henry H Downing Trust u/w. [See Essex Probate Docket No. 128,927.]

Donor represents to Donee that its:

Trustees are: John B. Newhall and ~~Florence Linde~~

Federal ID No.: 04-6016785; Federal tax status: Private Foundation [IRC§509(a)]

Mail address: P.O. Box 765, Manchester, MA 01944-0765

Tax fiscal year ends: September 30.

Donee: Lynn Home for Elderly Persons

Federal ID No.: 04-2400070; Federal tax status: Private Foundation [IRC§509(a)]

Mail address: 1 Atlantic Terrace, Lynn, MA 01902

Tax fiscal year ends: August 31.

Donee Annual Report for Donor fiscal year ended September 30, 2009 ["DFY"]

Date and amount of grants by Donor to Donee in DFY:

<u>Grant No</u>	<u>Date</u>	<u>Amount</u>
1	October 2008	\$ <u>5,912</u>
2	December 2008	\$ <u>5,400</u>
3	June 2009	\$ <u>5,400</u>
Total:		\$ <u>16,712</u>

Purpose of above grants (same in each case): For (partial) support of Donee's utilities expenses (heating, electricity, etc.) All grants received or to be received by Donee from Donor, in DFY or any subsequent period, have been and will be allocated and designated by Donee to be used or availed of by Donee solely to defray (in part) its current utility expenses.

Amount of above grants spent by Donee for said purpose: \$ 16,712 [100%]Total spent by Donee for said purpose in its fiscal year ended August 31: \$ 79,589

Donee represents that no part of said grants has been used for other than said purpose

Date: 10/21/09

LYNN HOME FOR ELDERLY PERSONS

By Richard F. Murray

Richard Murray

Its Treasurer

Investment Review

Account: 0703520

HENRY H. DOWNING TR U/W F/B/O ELEANOR P. POORE & OTHERS

As of 9/30/2009



Account Basics

Account Type	Charitable Foundation
Opened Date	1/1/1950
Admin Officer	Thomas P Jalkut
Investment Officer	Jeremy L Smith
Investment Model	
Investment Objective	
Investment Powers	
Review Cycle	

Summary

Asset Type	Market Value	Cost Basis	Unrealized Gain/Loss	% Portfolio at Market	Est Annual Income	Yield at Market
Cash	\$250 00	\$250 00		0 05 %		
Common Stock	\$341,194 60	\$47,645 78	\$293,548 82	70 32 %	\$7,612 00	2 23 %
U S Treasury Notes & Bonds	\$80,570 32	\$74,421 88	\$6,148 44	16 61 %	\$3,562 50	4 42 %
U S Government Agency Obligations	\$27,015 63	\$25,131 50	\$1,884 13	5 57 %	\$1,343 75	4 97 %
Money Market Funds	\$36,169 43	\$36,169 43	\$0 00	7 45 %	\$45 73	0 13 %
Grand Total	\$485,199 98	\$183,618 59	\$301,581 39		\$12,563 98	2 59 %

Realized Gains/Losses

From 9/30/2009 To 9/30/2009

Short Term Gain/Loss for Period	\$0 00
Long Term Gain/Loss for Period	\$0 00

Investment Review

Account: 0703520

HENRY H. DOWNING TR U/W F/B/O ELEANOR P. POORE & OTHERS

As of 9/30/2009



Nutter McClennen & Fish LLP • Attorneys at Law

Portfolio Analysis

Symbol CUSIP	Issuer/Issue Market Price Units Held	Price Date Market Value	Cost Basis	Rating Gain/Loss	Cost per Share % Industry Type	Earnings Per Share % Portfolio	Income Rate Managed Est Income	Units Pledged Yield at Mkt
Principal Cash		\$0 00	\$0 00			0 00 %		
Income Cash		\$250 00	\$250 00			0 05 %		
Total Cash		\$250 00	\$250 00			0 05 %		
010 Common Stock								
020 Oil & Gas								
XOM	EXXON MOBIL CORPORATION							
30231G102	\$68 6100	9/30/2009			\$3 00		\$0 4200	
	1,100 0000	\$75,471 00	\$3,304 09	\$72,166 91	100 00 %	15 55 %	\$1,848 00	2 45 %
Total		\$75,471 00	\$3,304 09	\$72,166 91		15 55 %	\$1,848 00	
030 Chemicals								
DOW	DOW CHEMICAL CO							
260543103	\$26 0700	9/30/2009			\$2 64		\$0 1500	
	900 0000	\$23,463 00	\$2,378 69	\$21,084 31	100 00 %	4 84 %	\$540 00	2 30 %
Total		\$23,463 00	\$2,378 69	\$21,084 31		4 84 %	\$540 00	
110 Electrical Equipment								
GE	GENERAL ELECTRIC CO							
369604103	\$16 4200	9/30/2009			\$0 07		\$0 1000	
	2,600 0000	\$42,692 00	\$176 04	\$42,515 96	100 00 %	8 80 %	\$1,040 00	2 44 %
Total		\$42,692 00	\$176 04	\$42,515 96		8 80 %	\$1,040 00	
360 Household Products								
KMB	KIMBERLY-CLARK CORP							
494368103	\$58 9800	9/30/2009			\$26 09		\$0 6000	
	400 0000	\$23,592 00	\$10,434 95	\$13,157 05	100 00 %	4 86 %	\$960 00	4 07 %
Total		\$23,592 00	\$10,434 95	\$13,157 05		4 86 %	\$960 00	
380 Health Care Equip & Supplies								
BMY	BRISTOL-MYERS SQUIBB CO							
110122108	\$22 5200	9/30/2009			\$15 79		\$0 3100	
	800 0000	\$18,016 00	\$12,629 77	\$5,386 23	31 67 %	3 71 %	\$992 00	5 51 %
WYE	WYETH							
983024100	\$48 5800	9/30/2009			\$7 36		\$0 3000	
	800 0000	\$38,864 00	\$5,886 17	\$32,977 83	68 33 %	8 01 %	\$960 00	2 47 %
Total		\$56,880 00	\$18,515 94	\$38,364 06		11 72 %	\$1,952 00	
420 Banks								
JPM	JPMORGAN CHASE & CO							
46625H100	\$43 8200	9/30/2009			\$0 78		\$0 0500	
	1,480 0000	\$64,853 60	\$1,152 82	\$63,700 78	100 00 %	13 37 %	\$296 00	0 46 %
Total		\$64,853 60	\$1,152 82	\$63,700 78		13 37 %	\$296 00	
440 Insurance								
CI	CIGNA CORP							
125509109	\$28 0900	9/30/2009			\$0 77		\$0 0400	
	1,500 0000	\$42,135 00	\$1,158 86	\$40,976 14	100 00 %	8 68 %	\$240 00	0 57 %
Total		\$42,135 00	\$1,158 86	\$40,976 14		8 68 %	\$240 00	
580 Multi-Utilities								

Investment Review

Account: 0703520

HENRY H. DOWNING TR U/W F/B/O ELEANOR P. POORE & OTHERS

As of 9/30/2009



Nutter McClennen & Fish LLP • Attorneys at Law

Portfolio Analysis

Symbol CUSIP	Issuer/Issue Market Price Units Held	Price Date Market Value	Cost Basis	Rating Gain/Loss	Cost per Share % Industry Type	Earnings Per Share % Portfolio	Income Rate Managed Est Income	Units Pledged Yield at Mkt
VZ	VERIZON COMMUNICATIONS INC							
92343V104	\$30 2700	9/30/2009			\$26 31		\$0 4600	
	400 0000	\$12,108 00	\$10,524 39	\$1,583 61	100 00 %	2 50 %	\$736 00	6 08 %
	Total	\$12,108 00	\$10,524 39	\$1,583 61		2 50 %	\$736 00	
410	U S Treasury Notes & Bonds							
912828CJ7	U S TREASURY NOTES 4 75% DUE 5/15/2014							
912828CJ7	\$111 4688	9/30/2009			\$0 99		4 75 %	
	25,000 0000	\$27,867 19	\$24,679 69	\$3,187 50	34 59 %	5 74 %	\$1,187 50	4 26 %
912828GG9	US TREASURY NOTES 4 75% 2/15/2010							
912828GG9	\$101 6875	9/30/2009			\$1 00		4 75 %	
	25,000 0000	\$25,421 88	\$24,929 69	\$492 19	31 55 %	5 24 %	\$1,187 50	4 67 %
912828GU8	U S TREASURY NOTES 4 75% DUE 5/31/2012							
912828GU8	\$109 1250	9/30/2009			\$0 99		4 75 %	
	25,000 0000	\$27,281 25	\$24,812 50	\$2,468 75	33 86 %	5 62 %	\$1,187 50	4 35 %
	Total	\$80,570 32	\$74,421 88	\$6,148 44		16 61 %	\$3,562 50	
440	U S Government Agency Obligations							
3133XGDD3	FEDERAL HOME LOAN BANK CONSOL BDS (N/C) 5 3/8% DUE 8/19/2011							
3133XGDD3	\$108 0625	9/30/2009			\$1 01		5 38 %	
	25,000 0000	\$27,015 63	\$25,131 50	\$1,884 13	100 00 %	5 57 %	\$1,343 75	4 97 %
	Total	\$27,015 63	\$25,131 50	\$1,884 13		5 57 %	\$1,343 75	
500	Money Market Funds							
636	FEDERATED GOV'T OBLIGATION FUND #636							
60934N856	\$1 0000	8/1/2005	\$29,665 97	Princ	\$1 00		0 13 %	
	36,169 4300	\$36,169 43	\$6,503 46	Inc \$0 00	100 00 %	7 45 %	\$45 73	0 13 %
	Total	\$36,169 43	\$36,169 43	\$0 00		7 45 %	\$45 73	
Grand Total		\$485,199 98	\$183,618 59	\$301,581 39			\$12,563 98	

Investment Review

Account: 0703520

HENRY H. DOWNING TR U/W F/B/O ELEANOR P. POORE & OTHERS

As of 9/30/2009



Common Stocks by Industry

	Market Value	Cost Basis	Gain/Loss	% Asset Type at Market	Est Annual Income	Yield at Market
Oil & Gas	\$75,471 00	\$3,304 09	\$72,166 91	22 12 %	\$1,848 00	2 45 %
Chemicals	\$23,463 00	\$2,378 69	\$21,084 31	6 88 %	\$540 00	2 30 %
Electrical Equipment	\$42,692 00	\$176 04	\$42,515 96	12 51 %	\$1,040 00	2 44 %
Household Products	\$23,592 00	\$10,434 95	\$13,157 05	6 91 %	\$960 00	4 07 %
Health Care Equip & Supplies	\$56,880 00	\$18,515 94	\$38,364 06	16 67 %	\$1,952 00	3 43 %
Banks	\$64,853 60	\$1,152 82	\$63,700 78	19 01 %	\$296 00	0 46 %
Insurance	\$42,135 00	\$1,158 86	\$40,976 14	12 35 %	\$240 00	0 57 %
Multi-Utilities	\$12,108 00	\$10,524 39	\$1,583 61	3 55 %	\$736 00	6 08 %
Grand Total	<u>\$341,194 60</u>	<u>\$47,645 78</u>	<u>\$293,548 82</u>		<u>\$7,612 00</u>	2 23 %

Investment Review

Account: 0703520

HENRY H. DOWNING TR U/W F/B/O ELEANOR P. POORE & OTHERS

As of 9/30/2009



Asset Maturities

CUSIP	Symbol	Maturity Date	Units	Market Value	Yield at Market	Est Annual Income	Asset Rating
Asset Description							
0 to 5 Years							
912828GG9	912828GG9	02/15/2010	25,000 0000	\$25,421 88	4 67 %	\$1,187 50	
US TREASURY NOTES 4 75% 2/15/2010							
3133XGDD3	3133XGDD3	08/19/2011	25,000 0000	\$27,015 63	4 97 %	\$1,343 75	
FEDERAL HOME LOAN BANK CONSOL BDS (N/C) 5 3/8% DUE 8/19/2011							
912828GU8	912828GU8	05/31/2012	25,000 0000	\$27,281 25	4 35 %	\$1,187 50	
U S TREASURY NOTES 4 75% DUE 5/31/2012							
912828CJ7	912828CJ7	05/15/2014	25,000 0000	\$27,867 19	4 26 %	\$1,187 50	
U S TREASURY NOTES 4 75% DUE 5/15/2014							
			<u>100,000 0000</u>	<u>\$107,585 95</u>	<u>4 56 %</u>	<u>\$4,906 25</u>	

Pending Trades

CUSIP	Symbol	Trade / Settle Date	Units	Cash	Transaction Description
Asset Description					

No pending trades